

STATE OF TENNESSEE

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August 28, 2000

Patrick Turner, Esq.
BellSouth Telecommunications, Inc.
333 Commerce St., Suite 2101
Nashville, TN 37201-3300

Re: BellSouth Telecommunication's Tariff Filing To Reduce Grouping Rates
In Rate Group 5 and To Implement a 3 Percent Late Payment Charge
Docket No. 00-00041

Dear Patrick:

When I called you to discuss the letters regarding the copying of contracts, it became clear to both of us that there was a misunderstanding. Based upon our conversation of August 24, 2000, it appears that you believed that since I did not agree that the documents should be confidential, that we would not act as if we were bound by the Protective Order. As a result, you thought that security of the documents was at risk.

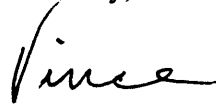
At the same time, I thought you were asking me to agree the documents were confidential in a legal finality sense, and that you wanted absolute security of the documents from the persons actually handling the copies. Although, I was not agreeing that the documents actually contained confidential information, it was our intent to proceed in accordance with the Protective Order in the appropriate manner.

Moreover, as you have recognized, the state provides dedicated copying personnel who can be scheduled to make copies. These persons may not be employees of the Attorney General. In addition, the state has copying agreements with other entities. We did not see a difference between Summit Copy Service copying the documents as opposed to the state's copy office, Kinko's or other similar entities [other than reasonable cost]. I thought BellSouth was going to make the copies itself, because it did not trust outside copiers.

POSTED
8/29/00

I appreciated the discussion with you and think it helped us both figure out what happened.

Sincerely,

A handwritten signature in black ink, appearing to read "L. Vincent Williams". The signature is fluid and cursive, with a large initial "L" and a stylized "Vince".

L. Vincent Williams
Deputy Attorney General

cc: David Waddell